

## Proposal of AGM agendas and directors nomination in advance of year 2019

### 1. Objective

Goodyear (Thailand) Public Company Limited (the “Company”) has set up the clarity and transparency criteria for shareholders to propose AGM agenda and director nominees in advance to follow the conformity of the Principles of Good Corporate Governance for Listed Companies 2012 regarding the rights of shareholders and the Corporate Governance Code for Listed Companies 2017 regarding engagement and communication with shareholders with the purpose of assuring the equitable and fairness treatment of all shareholders and ensuring that the agenda will be carefully selected and truly beneficial to the Company and that the director nominee has suitable qualifications.

### 2. Definition

“Company” means Goodyear (Thailand) Public Company Limited

“Agenda” means Agenda items of year 2019 Annual General Shareholder’s meeting of the Company

“Board” means Board of Directors of the Company

“Director” means Director of the Company

### 3. The qualifications of shareholder

(1) Being the shareholder of the Company at the date proposing Agenda or Director nominee.

(2) Either for one shareholder or combined shareholders, holding minimum number of shares of not less than 5% of total ordinary shares of the Company which is not less than 370,000 shares.

### 4. Proposal of the Agenda

#### 4.1 Method for proposal

(1) The agenda item must be proposed by the shareholder possessing the qualifications according to Topic No.3 of the criteria.

(2) The shareholder must fill in “The Proposed Agenda to the 2019 Annual General Shareholders’ Meeting Form (Form A)”, sign the form and submit the original Form A together with other supporting

document as required by Company to the Company's address within 31 December, 2018 in order to allow the Board for adequate time of consideration. However, the shareholder can submit Form A to the Company unofficially via facsimile number 0-2902-2510 or through email at gyth\_cosc@goodyear.com before submitting the original form.

(3) In case shareholders have unified to propose the agenda, each shareholder must fill in Form A and sign their name as evidence separately. Then the forms should be gathered and submit to the Company as one set.

#### 4.2 Method of consideration

(1) The Board will consider the agenda proposed by the shareholder which must not possess the following matters;

(1.1) Matters proposed by the shareholder who fill in incomplete or none or incorrect information or insufficient of supporting information or is unable to contact or do not follow the articles of association of the Company

(1.2) Matters that defined in section 89/28 of the Securities and Exchange Act B.E. 2535 (1992)<sup>1</sup>, or violate the laws, rules, and regulations of government agencies and other supervising agencies or that are not in compliance with the objectives, the Articles of Association, the Shareholders' resolution and the Good Corporate Governance and Business Ethics of the Company

(1.3) Matters that the Company has already implemented

In this regards, the Board's decision is final.

(2) The approved proposal will be included in the Agenda.

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<sup>1</sup> (1) the proposal does not comply with the rules as specified in the first paragraph of clause 89/28;

(2) the proposal is relevant to the ordinary business operation and the fact given by the shareholders does not indicate any reasonable ground to suspect the irregularity of such matter;

(3) the proposal is beyond the company's power to produce the purposed result;

(4) the proposal was submitted to the shareholders' meeting for its consideration within the previous twelve months and received the supporting votes of less than ten percent of the total number of the voting rights of the company, unless the fact pertaining in the resubmission has significantly changed from that of the previous shareholders' meeting;

(5) any other cases as specified in the notification of the Capital Market Supervisory Board.

(3) For the proposal disapproved by the Board, the Company shall inform the shareholders in the shareholders' meeting with the reason of the Board's refusal through the Agenda for acknowledgement.

## 5. Proposal of Director Nomination

### 5.1 Method of proposal

(1) The Director nominees must be proposed by the shareholder possessing the qualifications according to Topic No.3 of the criteria.

(2) The shareholder must fill in "The proposed Director nominee Form (Form B)" and the resume of director nominee form (Form C), sign the Form B and submit the original Form B and Form C together with other supporting document as required by Company to the Company's address within 31 December, 2018 in order to allow the Board for adequate time of consideration. However, the shareholder can submit such forms to the Company unofficially via facsimile number 0-2902-2510 or through email at gyth\_cosc@goodyear.com before submitting the original form.

(3) In case shareholders have unified to propose the nomination director, each shareholder must fill in Form B and sign their name as evidence separately. Then the forms should be gathered and submit to the Company as one set.

### 5.2 Method of consideration

(1) The Board will consider the director nominee who must not possess the following characteristics.

(1.1) Having the qualifications which are not in accordance with to the Public Company law, Securities and Exchange law, the Company's Articles of Association and the Good Corporate Governance and Business conduct of the Company.

(1.2) Having knowledge and skill in the areas significantly beneficial to the Company.

(1.3) Should not serve more than 5 director positions in listed companies.

In this regards, the Board's decision is final.

(2) The director nominee approved by the Board along with the Board's opinion will be included in the agenda.

(3) For the director nominee disapproved by the Board, the Company shall inform the shareholders in the shareholders' meeting with the reason of the Board's refusal through the Agenda for acknowledgement.